

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)
(Jointly Administered)

Re: Docket Nos. 18, 612, 1153

**JOINDER, LIMITED OBJECTION AND RESERVATION
OF RIGHTS OF KIN PROPERTIES INC. AND ITS
AFFILIATED LANDLORDS WITH RESPECT TO SALE ORDER**

Kin Properties, Inc., Nasan LLC, Pasan LLC, Esan LLC, Alisan LLC, Fundamentals Company, Inc., Oakland Realty Company, Inc., Roseff LLC, Hall Properties Company, Nathan Jeffrey LLC, Jasan LLC, Fort Wayne Matador, Inc., Aleff LLC, Aneff LLC and Jefan LLC (collectively, “Kin Landlords”) hereby file this joinder, limited objection and reservation of rights with respect to the sale and proposed sale order (“Sale Order”) [D.I. 1153] and in support hereof respectfully state as follows.

BACKGROUND

1. On September 9, 2024 (the “Petition Date”), the above-captioned debtors and debtors in possession (the “Debtors”) commenced these chapter 11 cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

(the “Bankruptcy Code”) in this Court. No trustee or examiner has been appointed and the Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107 and 1108.

2. The Kin Landlords are the owners or managing agents for the owners of numerous properties, including single-tenant and multi-tenant retail and industrial properties, located throughout the United States and in Canada. One or more of the Debtors lease non-residential real property from one or more of the Kin Landlords for pursuant to leases (the “Leases”) for premises (the “Leased Premises”) situated across the country. The Leased Premises are located in shopping centers as that term is used in section 365(b)(3) of the Bankruptcy Code. *See, e.g., In re Joshua Slocum, Ltd.*, 922 F.2d 1081 (3d Cir. 1990).

JOINDER AND LIMITED OBJECTION

3. The Kin Landlords hereby join in the *Objection and Reservation of Rights of Albertsons LLC and Safeway Inc. to Sale Order* [D.I. 1194] (the “Objection”). The relief requested in paragraphs 29 and 51 of the proposed Sale Order exceeds the relief authorized under the Bankruptcy Code and is not otherwise authorized under any applicable law.

4. The Kin Landlords hereby adopt the Objection as if fully set forth herein.

RESERVATION OF RIGHTS

5. The Kin Landlords expressly reserve all of their rights under the Leases with respect to any and all obligations of the Debtors and/or any proposed assignee as tenant, including without limitation the Kin Landlords’ right to claim any amounts of rent, charges to compensate for monetary defaults, such as accrued real estate taxes, utility charges that have been assessed against the Leased Premises, unsatisfied liens on the Leased Premises created by the Debtors and/or the proposed assignee and/or insurance premiums, and charges to compensate for non-monetary

defaults, including without limitation all maintenance, indemnification and environmental obligations of the Debtors and/or any proposed assignee. The Kin Landlords further reserve all rights to raise further objections, as necessary or appropriate under the circumstances, relating to any motion, proposed order, or request to assume or assign the Leases.

JOINDER

The Kin Landlords hereby join in any objections filed by other landlords to the proposed sale or Sale Order to the extent not inconsistent with this Limited Objection.

WHEREFORE, the Kin Landlords hereby request that any final order approving any assumption or assignment of the Leases incorporate the objections and other relief requested herein, and that they be granted such other or further relief as is just and appropriate under the circumstances.

[SIGNATURE PAGE FOLLOWS]

Dated: November 21, 2024

BAYARD, P.A.

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